

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

This Document Relates to:

IN RE ELECTRONIC BOOKS ANTITRUST
LITIGATION

No. 11-md-02293 (DLC)
ECF Case

CLASS ACTION

THE STATE OF TEXAS, et al.,

Plaintiffs,

v.

PENGUIN GROUP (USA) INC., et al.,

Defendants

Civil Action
No. 12-cv-03394

**PLAINTIFFS' MOTION FOR FINAL APPROVAL OF
MACMILLAN AND PENGUIN SETTLEMENTS AND DISTRIBUTION PLAN**

PLEASE TAKE NOTICE that upon the filing of this Motion and the accompanying Memorandum of Law in Support thereof (and all exhibits submitted therewith), Plaintiffs will move this Court before the Honorable Denise Cote, at the United States Courthouse located at 500 Pearl Street, New York, New York 10007, for an order:

- 1) Finding that Plaintiffs' Settlement Agreements with Defendants Macmillan and Penguin, and Plaintiffs' Distribution Plan, are fair, adequate and reasonable in accordance with 15 U.S.C §§ 15 and 15c, Fed. R. Civ. Proc. 23 and due process;
- 2) Finding that notice of the Settlement Agreements was provided by Plaintiffs in compliance with Fed. R. Civ. Proc. 23, due process and all previous Court orders;

- 3) Granting final approval of the Settlement Agreements and Distribution Plan; and directing Plaintiffs' Counsel to distribute consumer funds in accordance with said Distribution Plan;
- 4) Certifying Settlement Class for the purposes of these Settlements;
- 5) Granting final approval for the distribution to Plaintiff States of the payments made pursuant to Section IV.C of the Settlement Agreements;
- 6) Awarding Class Plaintiffs service awards; and
- 7) Approving the Proposed Order and Stipulated Injunctions, attached to Plaintiffs' Memorandum of Law in Support of Final Approval of Settlements and Distribution Plan.

Plaintiff States (by and through the Liaison States of Texas, Connecticut and Ohio) seek these orders pursuant to the Clayton Act, 15 U.S.C. §15c (authorizing the State Attorneys General to bring a civil antitrust action for damages, as *parens patriae* on behalf of natural persons residing in such States, and requiring court approval of compromise of such claims) and 15 U.S.C. §26 (authorizing persons, including State Attorneys General, to bring a civil antitrust action for injunctive relief).

Settlement Class (by and through lead counsel for Settlement Class) seek these orders pursuant to 15 U.S.C. 25 (authorizing persons to bring a civil antitrust action for damages) and Fed. R. Civ. Proc. 23 (authorizing class actions to be brought and settled upon court approval).

DATED: November 21, 2013

Respectfully submitted,

STATE OF TEXAS
GREG ABBOTT, ATTORNEY GENERAL

DANIEL HODGE
First Assistant Attorney General
JOHN B. SCOTT
Deputy Attorney General for Civil Litigation
JOHN T. PRUD'HOMME
Chief, Consumer Protection Division
KIM VAN WINKLE
Section Chief, Antitrust Section
Consumer Protection Division

By 
REBECCA FISHER (*Pro Hac Vice*)

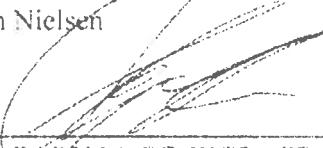
Senior Assistant Attorney General
P.O. Box 12548
Austin, Texas 78711-2548
Phone (512) 463-1265
Rebecca.Fisher@texasattorneygeneral.gov

*Attorneys For The State of Texas
Liaison Counsel For Plaintiff States*

STATE OF CONNECTICUT
GEORGE JEPSEN, ATTORNEY GENERAL.

MICHAEL E. COLE
Chief, Antitrust Department
W. Joseph Nielsen

By


GARY M. BECKER (GB 8259)

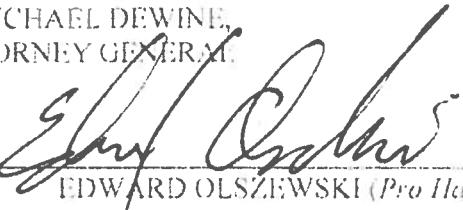
Assistant Attorney General
55 Elm Street
Hartford, CT 06106
Ph: (860) 808-5040
Gary.Becker@et.gov

*Attorneys For The State of Connecticut
Liaison Counsel For Plaintiff States*

STATE OF OHIO

R. MICHAEL DEWINE,
ATTORNEY GENERAL

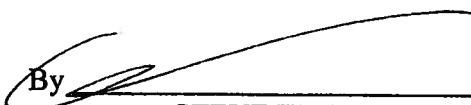
By


EDWARD OLSZEWSKI (Pro Hac Vice)

Assistant Attorney General, Antitrust Section
Office of the Ohio Attorney General
150 E. Gay St. - 23rd Floor
Columbus, OH 43215
Tel: (614) 466-4328
edward.olszewski@ohioattorneygeneral.gov

*Attorneys For The State of Ohio
Liaison Counsel For Plaintiff States*

HAGENS BERMAN SOBOL SHAPIRO LLP
JEFF D. FRIEDMAN
SHANA E. SCARLETT

By 

STEVE W. BERMAN (*Pro Hac Vice*)
715 Hearst Ave., Suite 202
Berkeley, CA 94710
Tel: (510) 725-3000
steve@hbsslaw.com
jefff@hbsslaw.com
shanas@hbsslaw.com

Kit A. Pierson (*Pro Hac Vice*)
Jeffrey Dubner (4974341)
COHEN, MILSTEIN, SELLERS & TOLL, PLLC
1100 New York Avenue, N.W.
South Tower, Suite 500
Washington, D.C. 20005
Telephone: (202) 408-4600
Facsimile: (202) 408-4699
KPierson@cohenmilstein.com
jdubner@cohenmilstein.com

Attorneys For Settlement Class

CERTIFICATE OF SERVICE

I hereby certify that on November 21, 2013 I electronically filed the foregoing document using the CM/ECF system which will send notification of such filing to the e-mail addresses registered in the CM/ECF system, as denoted on the Electronic Mail Notice List.



REBECCA FISHER

A handwritten signature in black ink, appearing to read "Rebecca Fisher", is written over a stylized, swooping line. Below the signature, the name "REBECCA FISHER" is printed in a standard, sans-serif font.